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Proposed Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

REVLON, INC.,

Debtor.

Tax I.D. No. 13-3662955

)
) Chapter 11
)

) Case No. 22-10760 (____)
)
)

In re:

ALMAY, INC.,

Debtor.

Tax I.D. No. 13-3721920

)
) Chapter 11
)

) Case No. 22-10770 (____)
)
)

In re:

ART & SCIENCE, LTD.,

Debtor.

Tax I.D. No. 36-4237044

)
) Chapter 11
)

) Case No. 22-10774 (____)
)
)

In re:

BARI COSMETICS, LTD.,

)
) Chapter 11
)

) Case No. 22-10786 (____)

)	
Debtor.)	
)	
Tax I.D. No. 45-5569710)	
)	
In re:	)	Chapter 11
)	
BEAUTYGE BRANDS USA, INC.,	)	Case No. 22-10795 (___)
)	
Debtor.)	
)	
Tax I.D. No. 84-1445135)	
)	
In re:	)	Chapter 11
)	
BEAUTYGE I,	)	Case No. 22-10801 (___)
)	
Debtor.)	
)	
Tax I.D. No. 98-4074486)	
)	
In re:	)	Chapter 11
)	
BEAUTYGE II, LLC,	)	Case No. 22-10803 (___)
)	
Debtor.)	
)	
Tax I.D. No. 84-2555893)	
)	
In re:	)	Chapter 11
)	
BEAUTYGE U.S.A., INC.,	)	Case No. 22-10800 (___)
)	
Debtor.)	
)	
Tax I.D. No. 52-2223071)	
)	
In re:	)	Chapter 11
)	
BRANDCO ALMAY 2020 LLC,	)	Case No. 22-10762 (___)
)	
Debtor.)	

Tax I.D. No. 85-2388643)	
)	
)	
In re:	)	Chapter 11
)	
BRANDCO CHARLIE 2020 LLC,)	Case No. 22-10764 ()
)	
Debtor.)	
)	
Tax I.D. No. N/A)	
)	
)	
In re:)	Chapter 11
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BRANDCO CND 2020 LLC,)	Case No. 22-10767 ()
)	
Debtor.)	
)	
Tax I.D. No. 85-2417509)	
)	
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In re:)	Chapter 11
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BRANDCO CURVE 2020 LLC,)	Case No. 22-10771 ()
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Debtor.)	
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Tax I.D. No. 85-2454055)	
)	
)	
In re:)	Chapter 11
)	
BRANDCO ELIZABETH ARDEN 2020 LLC,)	Case No. 22-10773 ()
)	
Debtor.)	
)	
Tax I.D. No. 85-2473429)	
)	
)	
In re:	)	Chapter 11
)	
BRANDCO GIORGIO BEVERLY HILLS	)	Case No. 22-10777 ()
2020 LLC,)	
)	
Debtor.)	
)	

Tax I.D. No. 85-2498443)	
)	
In re:	)	Chapter 11
)	
BRANDCO HALSTON 2020 LLC,	)	Case No. 22-10780 (___)
)	
Debtor.)	
)	
Tax I.D. No. 85-2539931)	
)	
In re:	)	Chapter 11
)	
BRANDCO JEAN NATE 2020 LLC,	)	Case No. 22-10783 (___)
)	
Debtor.)	
)	
Tax I.D. No. 85-2568552)	
)	
In re:	)	Chapter 11
)	
BRANDCO MITCHUM 2020 LLC,	)	Case No. 22-10789 (___)
)	
Debtor.)	
)	
Tax I.D. No. 85-2598746)	
)	
In re:	)	Chapter 11
)	
BRANDCO MULTICULTURAL GROUP	)	Case No. 22-10792 (___)
2020 LLC,)	
)	
Debtor.)	
)	
Tax I.D. No. 85-2621528)	
)	
In re:	)	Chapter 11
)	
BRANDCO PS 2020 LLC,	)	Case No. 22-10797 (___)
)	
Debtor.)	
)	
Tax I.D. No. 85-2649091)	

)	
)	
In re:	)	Chapter 11
)	
BRANDCO WHITE SHOULDERS 2020 LLC,	)	Case No. 22-10798 ()
)	
Debtor.)	
)	
Tax I.D. No. 85-2656251)	
)	
)	
In re:	)	Chapter 11
)	
CHARLES REVSON INC.,	)	Case No. 22-10802 ()
)	
Debtor.)	
)	
Tax I.D. No. 13-2577534)	
)	
)	
In re:	)	Chapter 11
)	
CREATIVE NAIL DESIGN, INC.,	)	Case No. 22-10804 ()
)	
Debtor.)	
)	
Tax I.D. No. 95-3448148)	
)	
)	
In re:	)	Chapter 11
)	
CUTEX, INC.,	)	Case No. 22-10805 ()
)	
Debtor.)	
)	
Tax I.D. No. 61-1812963)	
)	
)	
In re:	)	Chapter 11
)	
DF ENTERPRISES, INC.,	)	Case No. 22-10806 ()
)	
Debtor.)	
)	
Tax I.D. No. 51-0406399)	
)	
)	

In re:	)	Chapter 11
)	
ELIZABETH ARDEN (CANADA) LIMITED,	)	Case No. 22-10796 (___)
)	
Debtor.)	
)	
Tax I.D. No. 98-0565605)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN (FINANCING), INC.,	)	Case No. 22-10807 (___)
)	
Debtor.)	
)	
Tax I.D. No. 80-0048222)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN (UK) LTD.,	)	Case No. 22-10793 (___)
)	
Debtor.)	
)	
Tax I.D. No. 98-0342936)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN INVESTMENTS, LLC,	)	Case No. 22-10808 (___)
)	
Debtor.)	
)	
Tax I.D. No. 46-1314739)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN NM, LLC,	)	Case No. 22-10809 (___)
)	
Debtor.)	
)	
Tax I.D. No. 46-3169592)	
)	
)	
In re:	)	Chapter 11
)	

ELIZABETH ARDEN TRAVEL	)	Case No. 22-10810 (___)
RETAIL, INC.,)	
)	
Debtor.)	
)	
Tax I.D. No. 31-1815389)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN USC, LLC,	)	Case No. 22-10761 (___)
)	
Debtor.)	
)	
Tax I.D. No. 46-3104862)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN, INC.,	)	Case No. 22-10763 (___)
)	
Debtor.)	
)	
Tax I.D. No. 59-0914138)	
)	
)	
In re:	)	Chapter 11
)	
FD MANAGEMENT, INC.,	)	Case No. 22-10765 (___)
)	
Debtor.)	
)	
Tax I.D. No. 51-0406398)	
)	
)	
In re:	)	Chapter 11
)	
NORTH AMERICA REVSale INC.,	)	Case No. 22-10768 (___)
)	
Debtor.)	
)	
Tax I.D. No. 13-1953730)	
)	
)	
In re:	)	Chapter 11
)	
OPP PRODUCTS, INC.,	)	Case No. 22-10769 (___)

)	
Debtor.)	
)	
Tax I.D. No. 27-4403060)	
_____)	
In re:	)	Chapter 11
)	
PPI TWO CORPORATION,	)	Case No. 22-10787 (___)
)	
Debtor.)	
)	
Tax I.D. No. N/A)	
_____)	
	)	Chapter 11
In re:)	
	)	Case No. 22-10772 (___)
RDEN MANAGEMENT, INC.,)	
)	
Debtor.)	
)	
Tax I.D. No. 90-0119805)	
_____)	
	)	Chapter 11
In re:	)	Case No. 22-10775 (___)
)	
REALISTIC ROUX PROFESSIONAL)	
PRODUCTS INC.,)	
)	
Debtor.)	
)	
Tax I.D. No. 35-2519501)	
_____)	
	)	Chapter 11
In re:)	
	)	Case No. 22-10799 (___)
REVLON CANADA INC.,)	
)	
Debtor.)	
)	
Tax I.D. No. – N/A)	
_____)	
	)	Chapter 11
In re:)	
	)	Case No. 22-10766 (___)
REVLON CONSUMER PRODUCTS)	

CORPORATION,)	
)	
Debtor.)	
)	
Tax I.D. No. 13-3662953)	
)	
)	
In re:	)	Chapter 11
)	
REVLON DEVELOPMENT CORP.,	)	Case No. 22-10778 ()
)	
Debtor.)	
)	
Tax I.D. No. 48-1283986)	
)	
)	
In re:	)	Chapter 11
)	
REVLON GOVERNMENT SALES, INC.,	)	Case No. 22-10781 ()
)	
Debtor.)	
)	
Tax I.D. No. 13-2893624)	
)	
)	
In re	)	Chapter 11
)	
REVLON PROFESSIONAL HOLDING COMPANY LLC	)	Case No. 22-10788 ()
)	
Debtor.)	
)	
Tax I.D. No. 11-3534535)	
)	
)	
In re:	)	Chapter 11
)	
REVLON INTERNATIONAL CORPORATION,	)	Case No. 22-10785 ()
)	
Debtor.)	
)	
Tax I.D. No. 13-6157771)	
)	
)	
In re:	)	Chapter 11
)	

REVLON (PUERTO RICO) INC.,	)	Case No. 22-10790 (___)
)	
Debtor.)	
)	
Tax I.D. No. N/A)	
)	
)	
In re:	)	Chapter 11
)	
RIROS CORPORATION,	)	Case No. 22-10791 (___)
)	
Debtor.)	
)	
Tax I.D. No. 13-4030700)	
)	
)	
In re:	)	Chapter 11
)	
RIROS GROUP INC.,	)	Case No. 22-10794 (___)
)	
Debtor.)	
)	
Tax I.D. No. 13-4034499)	
)	
)	
	)	Chapter 11
In re:)	
	)	Case No. 22-10784 (___)
RML, LLC,)	
)	
Debtor.)	
)	
Tax I.D. No. N/A)	
)	
)	
In re:	)	Chapter 11
)	
ROUX LABORATORIES, INC.,	)	Case No. 22-10776 (___)
)	
Debtor.)	
)	
)	
Tax I.D. No. 13-1537427)	
)	
)	
In re:	)	Chapter 11
)	

ROUX PROPERTIES JACKSONVILLE, LLC,	)	Case No. 22-10779 (___)
)	
Debtor.)	
)	
Tax I.D. No. 46-3691132)	
_____)	
In re:	)	Chapter 11
)	
SINFULCOLORS INC.,	)	Case No. 22-10782 (___)
)	
Debtor.)	
)	
Tax I.D. No. 27-4403478)	
_____)	

**DEBTORS' MOTION FOR ENTRY
OF AN ORDER (A) DIRECTING JOINT ADMINISTRATION
OF THE CHAPTER 11 CASES AND (B) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion:

Relief Requested¹

1. By this motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) directing procedural consolidation and joint administration of these chapter 11 cases and (b) granting related relief. Specifically, the Debtors request that the United States Bankruptcy Court for the Southern District of New York (the “Court”) maintain one file and one docket for all of the jointly administered cases under the case of Revlon, Inc., and that the cases be administered under a consolidated caption, as follows:

¹ A description of the Debtors’ businesses, the reasons for commencing these chapter 11 cases, the relief sought from the Court to allow for a smooth transition into chapter 11, and the facts and circumstances supporting this motion are set forth in the *Declaration of Robert M. Caruso, Chief Restructuring Officer, (I) in Support of First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2* (the “First Day Declaration”), filed contemporaneously herewith.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

REVLON, INC., *et al.*¹,

Debtors.

)
) Chapter 11
)
) Case No. 22-10760 (____)
)
) (Jointly Administered)
)

1 The last four digits of Debtor Revlon, Inc.’s tax identification number are 2955. Due to the large number of debtor entities in these Chapter 11 Cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.ra.kroll.com/Revlon>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: One New York Plaza, New York, NY 10004.

2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”).

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors’ cases other than the case of Revlon, Inc.:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: Revlon, Inc., Case No. 22-10760 (____); Almay, Inc., Case No. 22-10770 (____); Art & Science, Ltd., Case No. 22-10774 (____); Bari Cosmetics, Ltd., Case No. 22-10786 (____); Beautyge Brands USA, Inc., Case No. 22-10795 (____); Beautyge I, Case No. 22-10801 (____); Beautyge II, LLC, Case No. 22-10803; Beautyge U.S.A., Inc., Case No. 22-10800 (____); BrandCo Almay 2020 LLC, Case No. 22-10762 (____); BrandCo Charlie 2020 LLC, Case No. 22-10764 (____); BrandCo CND 2020 LLC, Case No. 22-10767 (____); BrandCo Curve 2020 LLC, Case No. 22-10771 (____); BrandCo Elizabeth Arden 2020 LLC, Case No. 22-10773 (____); BrandCo Giorgio Beverly Hills 2020 LLC, Case No. 22-10777 (____); BrandCo Halston 2020 LLC, Case No. 22-10780 (____); BrandCo Jean Nate 2020 LLC, Case No. 22-10783 (____); BrandCo Mitchum 2020 LLC, Case No. 22-10789 (____); BrandCo Multicultural Group 2020 LLC, Case No. 22-10792 (____); BrandCo PS 2020 LLC, Case No. 22-10797 (____); BrandCo

White Shoulders 2020 LLC, Case No. 22-10798 (___); Charles Revson Inc., Case No. 22-10802 (___); Creative Nail Design, Inc., Case No. 22-10804 (___); Cutex, Inc., Case No. 22-10805 (___); DF Enterprises, Inc., Case No. 22-10806 (___); Elizabeth Arden (Canada) Limited, Case No. 22-10796 (___); Elizabeth Arden (Financing), Inc., Case No. 22-10807 (___); Elizabeth Arden (UK) Ltd., Case No. 22-10793 (___); Elizabeth Arden Investments, LLC, Case No. 22-10808 (___); Elizabeth Arden NM, LLC, Case No. 22-10809 (___); Elizabeth Arden Travel Retail, Inc., Case No. 22-10810 (___); Elizabeth Arden USC, LLC, Case No. 22-10761 (___); Elizabeth Arden, Inc., Case No. 22-10763 (___); FD Management, Inc., Case No. 22-10765 (___); North America Revsale Inc., Case No. 22-10768 (___); PPI Two Corporation, Case No. 22-10787 (___); OPP Products, Inc., Case No. 22-10769 (___); RDEN Management, Inc., Case No. 22-10772 (___); Realistic Roux Professional Products Inc., Case No. 22-10775 (___); Revlon Canada Inc., Case No. 22-10799 (___); Revlon Consumer Products Corporation, Case No. 22-10766 (___); Revlon Development Corp., Case No. 22-10778 (___); Revlon Government Sales, Inc., Case No. 22-10781 (___); Revlon International Corporation, Case No. 22-10785 (___); Revlon Professional Holding Company LLC, Case No. 22-10788 (___); Revlon (Puerto Rico), Inc. Case No. 22-10790 (___); Riros Corporation, Case No. 20-10791 (___); Riros Group Inc., Case No. 22-10794 (___); RML, LLC, Case No. 22-10784 (___); Roux Laboratories, Inc., Case No. 22-10776 (___); Roux Properties Jacksonville, LLC, Case No. 22-10779 (___); SinfulColors Inc., Case No. 22-10782 (___). All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 22-10760 (___).

4. The Debtors also seek authority to fulfill their monthly operating report requirements required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), in accordance with the applicable Instructions for UST Form 11-MOR: Monthly Operating Report.

Jurisdiction and Venue

5. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. The Debtors confirm their consent,

pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

6. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The bases for the relief requested herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

Basis for Relief

8. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

9. Section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by permitting the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a).

10. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple, related debtors. *See, e.g., In re Pareterum Corporation*, Case No. 22-10615 (LGB) (Bankr. S.D.N.Y. May 18, 2022); *In re GTT Communications, Inc.*, Case No. 21-11880 (MEW) (MEW) (Bankr. S.D.N.Y. Nov. 30, 2021); *In re GBG USA Inc.*, Case No. 21-11369 (MEW) (Bankr. S.D.N.Y. Sept. 1, 2021); *In re Centric*

Brands Inc., Case No. 20-22637 (SHL) (Bankr. S.D.N.Y. July 17, 2020); *In re LATAM Airlines Group S.A.*, Case No. 20-11254 (JLG) (Bankr. S.D.N.Y. June 23, 2020).

11. Given the integrated nature of the Debtors' operations, joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each and every Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections in each Debtor's chapter 11 cases. Joint administration will also allow the U.S. Trustee and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency by allowing such parties to focus on one case docket.

12. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested; instead, parties in interest will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

Motion Practice

13. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this motion. Accordingly, the Debtors submit that this motion satisfies Local Rule 9013-1(a).

Notice

14. The Debtors will provide notice of this motion to: (a) the Office of the United States Trustee for the Southern District of New York; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) Proskauer Rose LLP, as counsel to MidCap

Funding IV Trust, in its capacity as (i) administrative agent and collateral agent under the Debtors' prepetition asset-based lending facility, (ii) administrative agent and collateral agent under the ABL DIP Facility, and (iii) ABL DIP Lender; (d) Morgan Lewis & Bockius LLP, as counsel to Crystal Financial LLC, in its capacity as administrative agent for the SISO Term Loan; (e) Alter Domus, in its capacity as administrative agent for the Tranche B; (f) Latham & Watkins, LLP, as counsel to Citibank N.A., in its capacity as 2016 Term Loan Agent; (g) Quinn Emanuel Urquhart & Sullivan, LLP, in its capacity as counsel to the putative 2016 Term Loan group; (h) Akin Gump Strauss Hauer & Feld, LLP, in its capacity as counsel to an ad hoc group of 2016 Term Loan lenders; (i) Paul Hastings LLP, as counsel to Jefferies Finance LLC, in its capacity as BrandCo agent and DIP agent; (j) Davis Polk & Wardwell LLP and Kobre & Kim LLP, in their capacity as counsel to the ad hoc group of Term Loan DIP lenders and BrandCo lenders; (k) King & Spalding, LLP, in its capacity as counsel to Blue Torch Finance LLC, in its capacity as Foreign ABTL Facility administrative agent; (l) U.S. Bank National Association, as indenture trustee for the Debtors' pre-petition unsecured notes, and any counsel thereto; (m) the United States Attorney's Office for the Southern District of New York; (n) the Internal Revenue Service; (o) the Securities Exchange Commission; (p) the attorneys general for the states in which the Debtors operate; and (q) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

15. No prior request for the relief sought in this motion has been made to this or any other court.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other relief as is just and proper.

New York, New York
Dated: June 15, 2022

/s/ Paul M. Basta

Paul M. Basta, Esq.

Alice Belisle Eaton, Esq.

Kyle J. Kimpler, Esq.

Robert A. Britton, Esq.

Brian Bolin, Esq.

**PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP**

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bbolin@paulweiss.com

*Proposed Counsel to the Debtors and Debtors in
Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:	)	Chapter 11
)	
REVLON, INC.,	)	Case No. 22-10760 (___)
)	
Debtor.)	
)	
Tax I.D. No. 13-3662955)	
)	
)	
In re:)	Chapter 11
)	
ALMAY, INC.,)	Case No. 22-10770 (___)
)	
Debtor.)	
)	
Tax I.D. No. 13-3721920)	
)	
)	
In re:)	Chapter 11
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ART & SCIENCE, LTD.,)	Case No. 22-10774 (___)
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Debtor.)	
)	
Tax I.D. No. 36-4237044)	
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In re:)	Chapter 11
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BARI COSMETICS, LTD.,)	Case No. 22-10786 (___)
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Debtor.)	
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Tax I.D. No. 45-5569710)	
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In re:)	Chapter 11
)	
BEAUTYGE BRANDS USA, INC.,)	Case No. 22-10795 (___)
)	
Debtor.)	
)	
)	

Tax I.D. No. 84-1445135)	
)	
In re:)	Chapter 11
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BEAUTYGE I,)	Case No. 22-10801 (___)
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Debtor.)	
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Tax I.D. No. 98-4074486)	
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In re:)	Chapter 11
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Debtor.)	
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Tax I.D. No. 84-2555893)	
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In re:)	Chapter 11
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BEAUTYGE U.S.A., INC.,)	Case No. 22-10800 (___)
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Debtor.)	
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Tax I.D. No. 52-2223071)	
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In re:)	Chapter 11
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BRANDCO ALMAY 2020 LLC,)	Case No. 22-10762 (___)
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Debtor.)	
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Tax I.D. No. 85-2388643)	
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In re:)	Chapter 11
)	
BRANDCO CHARLIE 2020 LLC,)	Case No. 22-10764 (___)
)	
Debtor.)	
)	
Tax I.D. No. 85-2402013)	
)	

)	
In re:)	Chapter 11
)	
BRANDCO CND 2020 LLC,)	Case No. 22-10767 ()
)	
Debtor.)	
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Tax I.D. No. 85-2417509)	
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In re:)	Chapter 11
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BRANDCO CURVE 2020 LLC,)	Case No. 22-10771 ()
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Tax I.D. No. 85-2454055)	
)	
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In re:)	Chapter 11
)	
BRANDCO ELIZABETH ARDEN 2020 LLC,)	Case No. 22-10773 ()
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Debtor.)	
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Tax I.D. No. 85-2473429)	
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In re:)	Chapter 11
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BRANDCO GIORGIO BEVERLY HILLS)	Case No. 22-10777 ()
2020 LLC,)	
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Tax I.D. No. 85-2498443)	
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In re:)	Chapter 11
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BRANDCO HALSTON 2020 LLC,)	Case No. 22-10780 ()
)	
Debtor.)	
)	
Tax I.D. No. 85-2539931)	
)	

)	
In re:)	Chapter 11
)	
BRANDCO JEAN NATE 2020 LLC,	)	Case No. 22-10783 ()
)	
Debtor.)	
)	
Tax I.D. No. 85-2568552)	
)	
)	
In re:	)	Chapter 11
)	
BRANDCO MITCHUM 2020 LLC,	)	Case No. 22-10789 ()
)	
Debtor.)	
)	
Tax I.D. No. 85-2598746)	
)	
)	
In re:	)	Chapter 11
)	
BRANDCO MULTICULTURAL GROUP	)	Case No. 22-10792 ()
2020 LLC,)	
)	
Debtor.)	
)	
Tax I.D. No. 51-0406398)	
)	
)	
In re:	)	Chapter 11
)	
BRANDCO PS 2020 LLC,	)	Case No. 22-10797 ()
)	
Debtor.)	
)	
Tax I.D. No. 85-2649091)	
)	
)	
In re:	)	Chapter 11
)	
BRANDCO WHITE SHOULDERS 2020 LLC,	)	Case No. 22-10798 ()
)	
Debtor.)	
)	
Tax I.D. No. 85-2656251)	
)	
)	

In re:	)	Chapter 11
)	
CHARLES REVSON INC.,	)	Case No. 22-10802 ()
)	
Debtor.)	
)	
Tax I.D. No. 13-2577534)	
)	
)	
In re:	)	Chapter 11
)	
CREATIVE NAIL DESIGN, INC.,	)	Case No. 22-10804 ()
)	
Debtor.)	
)	
Tax I.D. No. 95-3448148)	
)	
)	
In re:	)	Chapter 11
)	
CUTEX, INC.,	)	Case No. 22-10805 ()
)	
Debtor.)	
)	
Tax I.D. No. 61-1812963)	
)	
)	
In re:	)	Chapter 11
)	
DF ENTERPRISES, INC.,	)	Case No. 22-10806 ()
)	
Debtor.)	
)	
Tax I.D. No. 51-0406399)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN (CANADA) LIMITED,	)	Case No. 22-10796 ()
)	
Debtor.)	
)	
Tax I.D. No. 98-0565605)	
)	
)	
In re:	)	Chapter 11
)	

ELIZABETH ARDEN (FINANCING), INC.,	)	Case No. 22-10807 (___)
)	
Debtor.)	
)	
Tax I.D. No. 80-0048222)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN (UK) LTD.,	)	Case No. 22-10793 (___)
)	
Debtor.)	
)	
Tax I.D. No. 98-0342936)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN INVESTMENTS, LLC,	)	Case No. 22-10808 (___)
)	
Debtor.)	
)	
Tax I.D. No. 46-1314739)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN NM, LLC,	)	Case No. 22-10809 (___)
)	
Debtor.)	
)	
Tax I.D. No. 46-3169592)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN TRAVEL	)	Case No. 22-10810 (___)
RETAIL, INC.,)	
)	
Debtor.)	
)	
Tax I.D. No. 31-1815389)	
)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN USC, LLC,	)	Case No. 22-10761 (___)

)	
Debtor.)	
)	
Tax I.D. No. 46-3104862)	
)	
In re:	)	Chapter 11
)	
ELIZABETH ARDEN, INC.,	)	Case No. 22-10763 (___)
)	
Debtor.)	
)	
Tax I.D. No. 59-0914138)	
)	
In re:	)	Chapter 11
)	
FD MANAGEMENT, INC.,	)	Case No. 22-10765 (___)
)	
Debtor.)	
)	
Tax I.D. No. 51-0406398)	
)	
In re:	)	Chapter 11
)	
NORTH AMERICA REVSale INC.,	)	Case No. 22-10768 (___)
)	
Debtor.)	
)	
Tax I.D. No. 13-1953730)	
)	
In re:	)	Chapter 11
)	
OPP PRODUCTS, INC.,	)	Case No. 22-10769 (___)
)	
Debtor.)	
)	
Tax I.D. No. 27-4403060)	
)	
In re:	)	Chapter 11
)	
PPI TWO CORPORATION,	)	Case No. 22-10787 (___)
)	

Debtor.)	
)	
Tax I.D. No. N/A)	
<hr/>)	
In re:	)	Chapter 11
)	
RDEN MANAGEMENT, INC.,	)	Case No. 22-10772 (___)
)	
Debtor.)	
)	
Tax I.D. No. 90-0119805)	
<hr/>)	
In re:	)	Chapter 11
)	
REALISTIC ROUX PROFESSIONAL PRODUCTS INC.,	)	Case No. 22-10775 (___)
)	
Debtor.)	
)	
Tax I.D. No. 35-2519501)	
<hr/>)	
In re:	)	Chapter 11
)	
REVLON PROFESSIONAL HOLDING COMPANY LLC	)	Case No. 22-10788 (___)
)	
Debtor.)	
)	
Tax I.D. No. 11-3534535)	
<hr/>)	
In re:	)	Chapter 11
)	
REVLON CANADA INC.,	)	Case No. 22-10799 (___)
)	
Debtor.)	
)	
Tax I.D. No. N/A)	
<hr/>)	
In re:	)	Chapter 11
)	
REVLON CONSUMER PRODUCTS CORPORATION,	)	Case No. 22-10766 (___)
)	

)	
Debtor.)	
)	
Tax I.D. No. 13-3662953)	
)	
In re:	)	Chapter 11
)	
REVLON DEVELOPMENT CORP.,	)	Case No. 22-10778 ()
)	
Debtor.)	
)	
Tax I.D. No. 48-1283986)	
)	
In re:	)	Chapter 11
)	
REVLON GOVERNMENT SALES, INC.,	)	Case No. 22-10781 ()
)	
Debtor.)	
)	
Tax I.D. No. 13-2893624)	
)	
In re:	)	Chapter 11
)	
REVLON INTERNATIONAL CORPORATION,	)	Case No. 22-10785 ()
)	
Debtor.)	
)	
Tax I.D. No. 13-6157771)	
)	
In re:	)	Chapter 11
)	
REVLON (PUERTO RICO) INC.,	)	Case No. 22-10790 ()
)	
Debtor.)	
)	
Tax I.D. No. N/A)	
)	
In re:	)	Chapter 11
)	
RIROS CORPORATION,	)	Case No. 22-10791 ()
)	

Debtor.)	
)	
Tax I.D. No. 13-4030700)	
<hr/>)	
In re:	)	Chapter 11
)	
RIROS GROUP INC.,	)	Case No. 22-10794 ()
)	
Debtor.)	
)	
Tax I.D. No. 13-4034499)	
<hr/>)	
In re:	)	Chapter 11
)	
RML, LLC,	)	Case No. 22-10784 ()
)	
Debtor.)	
)	
Tax I.D. No. N/A)	
<hr/>)	
In re:	)	Chapter 11
)	
ROUX LABORATORIES, INC.,	)	Case No. 22-10776 ()
)	
Debtor.)	
)	
Tax I.D. No. 13-1537427)	
<hr/>)	
In re:	)	Chapter 11
)	
ROUX PROPERTIES JACKSONVILLE, LLC,	)	Case No. 22-10779 ()
)	
Debtor.)	
)	
Tax I.D. No. 46-3691132)	
<hr/>)	
In re:	)	Chapter 11
)	
SINFULCOLORS INC.,	)	Case No. 22-10782 ()
)	
Debtor.)	
)	

Tax I.D. No. 27-4403478)
_____)

**ORDER (A) DIRECTING JOINT ADMINISTRATION
OF CHAPTER 11 CASES AND (B) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) (a) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having the power to enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 22-10760 (____).

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

3. The caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:	)	Chapter 11
)	
REVLON, INC., <i>et al.</i> , ¹	)	Case No. 22-10760 (___)
)	
Debtors.	)	(Jointly Administered)
)	

- ¹ The last four digits of Debtor Revlon, Inc.'s tax identification number are 2955. Due to the large number of debtor entities in these Chapter 11 Cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://cases.ra.kroll.com/Revlon>. The location of the Debtors' service address for purposes of these Chapter 11 Cases is: One New York Plaza, New York, NY 10004.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Revlon, Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: Revlon, Inc., Case No. 22-10760 (___); Almay, Inc., Case No. 22-10770 (___); Art & Science, Ltd., Case No. 22-10774 (___); Bari Cosmetics, Ltd., Case No. 22-10786 (___); Beautyge Brands USA, Inc., Case No. 22-10795 (___); Beautyge I, Case No. 22-10801 (___); Beautyge II, LLC, Case No. 22-10803; Beautyge U.S.A., Inc., Case No. 22-10800 (___); BrandCo Almay 2020 LLC, Case No. 22-10762 (___); BrandCo Charlie 2020 LLC, Case No. 22-10764 (___); BrandCo CND 2020 LLC, Case No. 22-10767 (___); BrandCo Curve 2020 LLC, Case No. 22-10771 (___); BrandCo Elizabeth Arden 2020 LLC, Case No. 22-10773 (___); BrandCo Giorgio Beverly Hills 2020 LLC, Case No. 22-10777 (___); BrandCo Halston 2020 LLC, Case No. 22-10780 (___); BrandCo Jean Nate 2020 LLC, Case No.

22-10783 (____); BrandCo Mitchum 2020 LLC, Case No. 22-10789 (____); BrandCo Multicultural Group 2020 LLC, Case No. 22-10792 (____); BrandCo PS 2020 LLC, Case No. 22-10797 (____); BrandCo White Shoulders 2020 LLC, Case No. 22-10798 (____); Charles Revson Inc., Case No. 22-10802 (____); Creative Nail Design, Inc., Case No. 22-10804 (____); Cutex, Inc., Case No. 22-10805 (____); DF Enterprises, Inc., Case No. 22-10806 (____); Elizabeth Arden (Canada) Limited, Case No. 22-10796 (____); Elizabeth Arden (Financing), Inc., Case No. 22-10807 (____); Elizabeth Arden (UK) Ltd., Case No. 22-10793 (____); Elizabeth Arden Investments, LLC, Case No. 22-10808 (____); Elizabeth Arden NM, LLC, Case No. 22-10809 (____); Elizabeth Arden Travel Retail, Inc., Case No. 22-10810 (____); Elizabeth Arden USC, LLC, Case No. 22-10761 (____); Elizabeth Arden, Inc., Case No. 22-10763 (____); FD Management, Inc., Case No. 22-10765 (____); North America Revsale Inc., Case No. 22-10768 (____); PPI Two Corporation, Case No. 22-10787 (____); OPP Products, Inc., Case No. 22-10769 (____); RDEN Management, Inc., Case No. 22-10772 (____); Realistic Roux Professional Products Inc., Case No. 22-10775 (____); Revlon Canada Inc., Case No. 22-10799 (____); Revlon Consumer Products Corporation, Case No. 22-10766 (____); Revlon Development Corp., Case No. 22-10778 (____); Revlon Government Sales, Inc., Case No. 22-10781 (____); Revlon International Corporation, Case No. 22-10785 (____); Revlon Professional Holding Company LLC, Case No. 22-10788 (____); Revlon (Puerto Rico), Inc. Case No. 22-10790 (____); Riros Corporation, Case No. 20-10791 (____); Riros Group Inc., Case No. 22-10794 (____); RML, LLC, Case No. 22-10784 (____); Roux Laboratories, Inc., Case No. 22-10776 (____); Roux Properties Jacksonville, LLC, Case No. 22-10779 (____); SinfulColors Inc., Case No. 22-10782 (____). All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 22-10760 (____).

6. One consolidated docket, one file, and one consolidated service list shall be maintained by the Debtors and kept by the Clerk of the Court with the assistance of the claims and noticing agent retained by the Debtors in these chapter 11 cases.

7. The Debtors shall file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the U.S. Trustee, in accordance with the applicable Instructions for UST Form 11-MOR: Monthly Operating Report and Supporting Documentation.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

9. Nothing contained in this Order shall be deemed or construed as conferring standing on any party in interest in any Debtor's chapter 11 case to appear in any other Debtor's chapter 11 case absent any such right under section 1109 of the Bankruptcy Code.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rules and the Local Rules are satisfied by such notice.

11. The Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

12. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

New York, New York
Dated: _____, 2022

UNITED STATES BANKRUPTCY JUDGE